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Date:

March 19, 2010

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Arizona Corporation Commission

1200 West Washington St.

Phoenix, AZ 85007

Arizona Corporation Commission

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MAR 2 1 2012

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From:

Robert T. Hardcastle Payson Water Co., Inc.

(661) 633-7526

FOR FILING ORIGINAL AND 13 COPIES INTO:

DOCKET NO. W-03514A-12-0008

Gehring et al vs. Payson Water Co.

By:

Robert T/ Hardcastle

UNANIMOUS WRITTEN CONSENT IN LIEU OF MEETING OF THE BOARD OF DIRECTORS OF PAYSON WATER COMPANY

an Arizona corporation March 16, 2012

The undersigned, each being a member of the Board of Directors of Payson Water Company, an Arizona corporation (the "Company"), and collectively constituting all of the members of the Board, do hereby approve and recommend to the Board of Directors for approval the following:

WHEREAS, Gehring et al has logged a formal complaint against the Company identified by the Arizona Corporation Commission as Docket No. W-003514A-12-008; and

WHEREAS, the scheduled hearing dates are June 26, 2012 and June 27, 2012; and

WHEREAS, the Board of Directors of the Company has the authority and desire to appoint Robert T. Hardcastle, the Company's President, to represent the Company in the formal complaint;

NOW, THEREFORE, BE IT RESOLVED, that the Company appoints Robert T. Hardcastle, the Company's President, to represent the Company in the formal complaint brought against it by Gehring et al; and further

RESOLVED, that the appropriate officers of the Company are hereby authorized and empowered for and on behalf of the company, to take or cause to be taken any and all actions as may be required or as any such officer may deem necessary, advisable or appropriate to effectuate and carry out the intent of the foregoing resolution.

Charles Mile

Robert T/ Hardcastle, President

Lee Jamieson, Secretary and Treasurer

Bakersfield Fuel and Oil Company